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9-317A002

November 13, 1989

RECORDATION NO

11498-29

FILED 1423

NOV 13 1989 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are one original and four copies of the document hereinafter described. It relates to railroad equipment identified below.

1. Release dated as of October 27, 1989 between Connecticut Bank & Trust Company, N.A., trustee, and BRAE Transportation, Inc., formerly BRAE Corporation, debtor.

The equipment subject to this document consists of rail cars identified with the marks shown in the primary document, as amended.

The names and addresses of the parties to the document are as follows:

Trustee: Connecticut Bank & Trust Company, N.A.
Hartford, Connecticut

Debtor: BRAE Transportation, Inc.
One Hundred Sixty Spear Street
San Francisco, California 95105

Please file and record the document with indexing under the foregoing names. Since this is a secondary document related to the Equipment Trust Agreement and Purchase Agreement, recorded under Recordation Number 11498, it is requested that this document be given the next available letter designation under Recordation Number 11498.

Shirley A. Corbett
Robert J. Corber

Ms. Noreta R. McGee
November 13, 1989
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A fee of \$15.00 is enclosed for the recordation.
Please return the original and any extra copies not needed by the
Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index
follows:

1. Release dated as of October 27, 1989 between
Connecticut Bank & Trust Company, N.A., trustee, and BRAE Trans-
portation, Inc., debtor, covering all railcars as marked in the
primary document, as amended.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert J. Corber", written over a horizontal line.

Robert J. Corber
Attorney for BRAE
Transportation, Inc.

RJC:smg

Enclosures

EXHIBIT A

RECORDATION NO. 11498-98 FILED 1425

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INTERSTATE COMMERCE COMMISSION

RELEASE

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, The Connecticut Bank and Trust Company, N.A. ("Trustee") and BRAE Transportation, Inc., formerly BRAE Corporation ("BRAE") entered into an Equipment Trust Agreement dated as of January 1, 1980, as amended ("Trust Agreement") securing certain obligations of BRAE to Trustee; and

WHEREAS, the Trustee and Connecticut General Life Insurance Company entered into a Purchase Agreement dated January 1, 1980 (the "Purchase Agreement"); and

WHEREAS, the Trust Agreement and Purchase Agreement were recorded at the Interstate Commerce Commission on February 14, 1980 and the Trust Agreement and the Purchase Agreement and all amendments, supplements, equipments schedules, waivers and related agreements thereto have been assigned Recordation Nos. 11498 through 11498-II; and

WHEREAS, the obligations secured by the Trust Agreement, as amended and supplemented, and the Purchase Agreement, as amended and supplemented, have been satisfied and discharged completely;

NOW, THEREFORE, for good and valuable consideration and intending to be legally bound, Trustee does hereby terminate the security interest created by the Trust Agreement, as amended and supplemented, and the Purchase Agreement, as amended and supplemented, and releases and discharges all the collateral described therein.

IN WITNESS WHEREOF, Trustee has duly executed this Release as of this 27th day of October, 1989

ATTEST:

THE CONNECTICUT BANK AND
TRUST COMPANY, N.A.

By: [Signature]

By: [Signature]

Title: ASSISTANT SECRETARY

Title: ASSISTANT VICE PRESIDENT

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) SS.:

On this 27th day of October, 1989, before me, a Notary Public, personally appeared Samuel J. Smith that executed the foregoing instrument, known or proved to me to be the person who executed the foregoing instrument on behalf of The Connecticut Bank and Trust Company ("CBTC") and acknowledged to me that he executed the same as the free act and deed of CBTC for the purposes therein stated.

WITNESS my hand and official seal.

Samuel J. Smith
Notary Public

MY COMM. EXPIRES MARCH 31, 1992